

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018-4214  
847 318-7575  
Fax 847 318-7588

22330  
RECORDATION NO. \_\_\_\_\_ FILED .

VIA UPS NEXT DAY AIR

AUG 19 '99

6:30AM

August 12, 1999

**FIRST  
UNION®**



Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated July 21, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Hampton Railway Inc.  
9400 SW Barnes, Ste. 400  
Portland, OR 97225-6698

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

*Tiffany Chase*

Tiffany Chase  
Manager of Documentation

4611643

Enclosures

(HPLS021)

HPLS021

RECORDATION NO. 22330

FILED

AUG 19 '99

8-30AM

EXHIBIT A  
to  
RIDER NO. 8

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 21<sup>st</sup> day of July, 1999, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Hampton Railway, Inc. ("Lessee"), an Oregon corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of whereby November 15, 1996, Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 8 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of March 3, 1999 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K.A. Dombrowski  
Name: K.A. DOMBROWSKI  
Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 21<sup>st</sup> day of July, 1999.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State  
aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and  
acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 21<sup>st</sup> day of July,  
1999.

Susan Grokulsky  
Notary Public

My Commission Expires:

8-14-2000  
(Notary Public)



LESSEE: HAMPTON RAILWAY, INC.

ATTEST:

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

By: David R. Benson  
Name: DAVID R. BENSON  
Title: President

Executed on this 14<sup>th</sup> day of July, 1999.

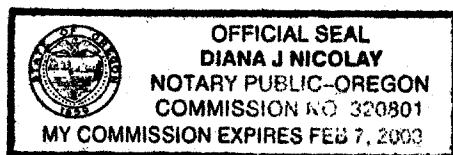
[CORPORATE SEAL]

STATE OF Oregon

COUNTY OF Washington

I, Diana J. Nicolay, a Notary Public of the County and State aforesaid, certify that David R. Benson personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 14<sup>th</sup> day of July, 1999.



Diana J. Nicolay  
Notary Public

My Commission Expires:

February 7, 2003  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

Twenty (20) 60' 6" 100-ton capacity bulkhead flat cars

HLSC	6022
HLSC	6023
HLSC	6024
HLSC	6025
HLSC	6026
HLSC	6027
HLSC	6028
HLSC	6029
HLSC	6030
HLSC	6031
HLSC	6032
HLSC	6033
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HLSC	6035
HLSC	6036
HLSC	6037
HLSC	6039
HLSC	6040
HLSC	6041
HLSC	6042